



Voting Instruction Form

1 Equiniti Corporate Nominees Limited (“ECNL”)

This Voting Instruction Form is for use only by participants in the Royal Dutch Shell Corporate Nominee who hold shares in Royal Dutch Shell plc registered in the name of ECNL.

2 Rights of proxy

If you appoint a proxy, he or she may attend the meeting, speak and vote on a poll or show of hands. A proxy need not also be a shareholder. In the absence of instructions in respect of any resolution, the proxy may vote (or abstain from voting) as he or she thinks fit on that resolution and may vote (or abstain from voting) as he or she thinks fit on any other business which may properly come before the meeting.

3 Voting entitlement

This Voting Instruction Form represents all A shares and B shares held on your behalf by the Royal Dutch Shell Corporate Nominee. If you leave the box next to the proxy holder’s name blank, your proxy will be authorised to exercise your voting entitlement in respect of all A shares and B shares in the Company which are held on your behalf by the Royal Dutch Shell Corporate Nominee.

4 Partial voting

If you wish to appoint a proxy and the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be authorised to exercise your voting entitlement in respect of all A shares and B shares in the Company which are held on your behalf by the Royal Dutch Shell Corporate Nominee.

5 Appointment of more than one proxy

To appoint more than one proxy, (an) additional Voting Instruction Form(s) may be obtained by contacting the Registrar on 0800 169 1679 or +44 (0)121 415 7073 or you may photocopy this form. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together to the Registrar in the prepaid envelope provided.

6 Validity

The Voting Instruction Form must be signed and dated by the appointer or the appointer’s attorney and, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be returned in the prepaid envelope provided to the Registrar no later than the deadline referred to overleaf. Where the appointer is a corporation, this Voting Instruction Form must be under seal or under the hand of an officer or attorney duly authorised. If your form arrives late or unsigned it will not be valid and will not replace any earlier Voting Instruction Form we have received.

7 Joint shareholders

In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in respect of such joint holding. Further information is given in the Notice of Annual General Meeting.

8 Absence of instructions

In the absence of instructions to ECNL or absence of appointment of a proxy, no vote will be cast in respect of the shares held on your behalf unless you attend and vote at the meeting yourself.

9 Vote withheld

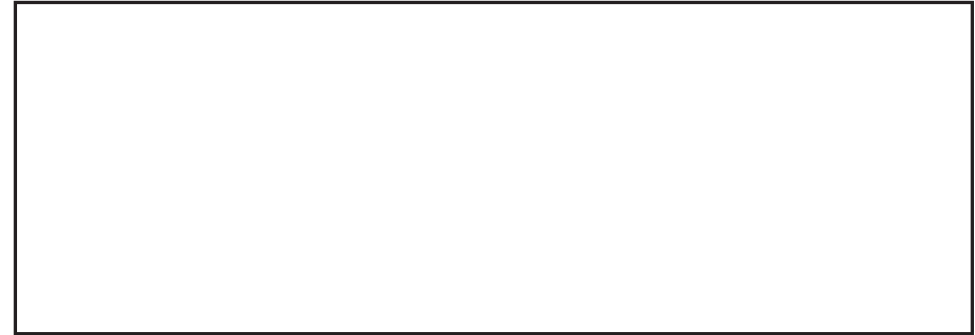
The “vote withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a “vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “for” and “against” a resolution.

10 Enquiries

If you have any questions about how to complete this Voting Instruction Form, please telephone our Registrar, Equiniti, on 0800 169 1679 or +44 (0)121 415 7073. Lines are open 09:30-18:30 (Dutch time), 08:30-17:30 (UK time), Monday to Friday.

Annual General Meeting Admittance Card – Royal Dutch Shell Corporate Nominee

The Annual General Meeting (“AGM”) of Royal Dutch Shell plc is currently scheduled to be held at Carel van Bylandtlaan 16, 2596 HR The Hague, The Netherlands at 10:00 (Dutch time) on **Tuesday May 19, 2020**. We strongly recommend you not physically attend this meeting. If allowed, and despite the health risks you opt to attend, please bring this Admittance Card and retain it throughout the meeting.



Appointment of a proxy

You can choose to instruct Equiniti Corporate Nominees Limited (“ECNL”) to vote in the way you specify or instruct them to appoint a proxy to attend, speak and vote on your behalf. If you wish to give such an instruction, please complete the attached Voting Instruction Form and return it in the enclosed envelope by the time specified on the form. You can also vote or appoint a proxy online (see overleaf for more information).

Webcast

To reduce public health risks, we strongly encourage you watch the AGM in the safety of your home via our webcast, which will be broadcast live at 10:00 (Dutch time), 09:00 (UK time) on the day of the meeting. Further information about the webcast arrangements can be found in the Notice of Annual General Meeting, provided on the Shell website www.shell.com/investor.

(See notes overleaf)

VOTE ONLINE

www.sharevote.co.uk

Due to the evolving coronavirus situation, the AGM is subject to change and/or postponement, possibly at short notice. To respect public health restrictions, we strongly recommend you vote online, or appoint a proxy, and do not physically attend.

You will need your Voting ID, Task ID and Shareholder Reference Number, which are shown on the attached Voting Instruction Form. Your votes or appointment must be registered by no later than **10:00 (Dutch time), 09:00 (UK time)** on Friday May 15, 2020.



Annual General Meeting

1 Equiniti Corporate Nominees Limited ("ECNL")

The Voting Instruction Form is for use only by participants in the Royal Dutch Shell Corporate Nominee who hold shares in Royal Dutch Shell plc registered in the name of ECNL.

2 Voting arrangements

It is intended that all the resolutions voted upon at the meeting will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the meeting.

3 Voting or appointing a proxy online

You can vote your shares or appoint a proxy online by logging on to www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number, which are shown on the attached Voting Instruction Form. Your votes or appointment must be registered by no later than **10:00 (Dutch time), 09:00 (UK time)** on Friday May 15, 2020.

4 Security

We will comply with all Netherlands Government measures restricting physical attendance. This may result in restricting the number of attendees and offering proxy forms at the entrance. For any attendees, there will be a security check in the reception area at the venue, and a routine bag search will be undertaken. We may also institute health screens and allocate seating locations. You will not be permitted to take liquids into the venue. Any other items deemed to be inappropriate will be removed and stored until the end of the event. Although unlikely, body searches may also be in operation. The use of electrical equipment and cameras will not be permitted during the AGM.

5 Further information

Further information about the AGM is given in the Notice of Annual General Meeting. Please register to receive AGM information in the "Keep up to date with Shell" section of our website at www.shell.com/investor.



Shareholder Presentation, London

In prior years we have held a Shareholder Presentation in London, two days after the AGM. However, the evolving coronavirus pandemic continues to pose significant public health concerns with an uncertain outlook. At the time of drafting this document, the UK government has issued strong guidance against public gatherings. As safety is our priority interest, we have deemed it prudent to cancel this event this year.

We recognise that some of our shareholders valued this opportunity to engage with the Board, and like us, they may consider this news most unwelcome. However, we must consider safety first, and the changes we are making in these exceptional circumstances have been made to protect our people and those that may have attended this event.

We will continue to monitor the evolving situation and will endeavour to provide an alternative opportunity to engage with the Board in due course.

Please register to receive AGM information in the "Keep up to date with Shell", section of our website at www.shell.com/investor, where we will notify shareholders of future events in 2020.

Voting Instruction Form – Royal Dutch Shell Corporate Nominee



Voting ID

Task ID

Shareholder Reference Number



You may instruct Equiniti Corporate Nominees Limited ("ECNL") to either vote in the way you specify below or to appoint a proxy to attend, speak and vote on your behalf at the AGM. If you wish to give such an instruction, please read the notes overleaf and complete and return this form in the enclosed prepaid envelope to be received no later than **10:00 (Dutch time), 09:00 (UK time)** on **Friday May 15, 2020**. If you give such an instruction, you may still attend, speak and vote at the meeting.

At the AGM of Royal Dutch Shell plc (the "Company") is currently scheduled to be held on Tuesday May 19, 2020, and at any adjournment or postponement of that meeting, I/we hereby direct ECNL to either cast the votes relating to the shares in the Company held on my/our behalf in the Royal Dutch Shell Corporate Nominee as shown below or appoint the person named in the box below as my/our proxy to attend, speak and vote on my/our behalf (see Note 2 overleaf).

See Note 4 overleaf

Please mark this box if this proxy appointment is one of multiple appointments being made (see Note 5 overleaf).

Date Signed

Please mark with an in the boxes below for each resolution. If you do not complete the boxes below or do not otherwise instruct your proxy, your proxy can decide whether, and how, to vote.

Your Directors unanimously recommend that you vote **FOR** Resolutions 1 to 20 and **AGAINST** Resolution 21. Further information is given in the Notice of Annual General Meeting.

	For	Against	Withheld		For	Against	Withheld
1 Receipt of Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Euleen Goh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Charles O. Holliday	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Catherine Hughes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Dick Boer as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Sir Nigel Sheinwald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of Andrew Mackenzie as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Jessica Uhl	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Appointment of Martina Hund-Mejean as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Gerrit Zalm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Reappointment of the following as a Director of the Company:				16 Reappointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ben van Beurden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Neil Carson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ann Godbehere	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				20 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				Shareholder resolution			
				21 Shareholder resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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(See notes overleaf)

